

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE SYNACOR DERIVATIVE LITIGATION

No. 1:19-cv-02263-LGS

**STIPULATION AND ~~PROPOSED~~ ORDER
MAINTAINING STAY OF CONSOLIDATED DERIVATIVE ACTION**

Lead Plaintiffs Eric Brandt and Stephen Stansell, Nominal Defendant Synacor, Inc. (“Synacor”), and Defendants Himesh Bhise, William J. Stuart, Jordan A. Levy, Kuo-Yen (Andrew) Kau, Gary L. Ginsberg, Marwan Fawaz, Michael J. Montgomery, M. Scott Murphy, and Elisabeth B. Donohue (collectively, the “Individual Defendants,” and together with Synacor, “Defendants”), by and through their respective counsel, hereby stipulate and agree as follows, subject to the Court’s approval:

WHEREAS, on April 22, 2019, the Court stayed the above-captioned shareholder derivative action (the “Derivative Action”) pending decision on a motion to dismiss in *Lefkowitz v. Synacor, Inc.*, No 1:18-cv-02979-LGS (S.D.N.Y. filed Apr. 4, 2018) (the “Securities Class Action”);

WHEREAS, on August 28, 2019, the Court issued an opinion and order granting in full defendants’ motion to dismiss the Securities Class Action;

WHEREAS, on September 3, 2019, the Court maintained the stay of this Derivative Action pending resolution of the Securities Class Action plaintiffs’ application seeking leave to replead;

WHEREAS, on November 15, 2019, the Court denied the Securities Class Action plaintiffs’ application seeking leave to replead;

IT IS HEREBY STIPULATED AND AGREED among the undersigned parties, subject to the Court's approval, that:

1. If the Securities Class Action plaintiffs file a notice of appeal, then this Derivative Action shall remain stayed until the final resolution of that appeal.
2. If the Securities Class Action plaintiffs do not file a notice of appeal, then this Derivative Action shall remain stayed until January 6, 2020.

Respectfully Submitted,

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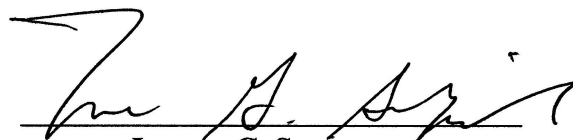
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Counsel for Defendants

SO ORDERED.

Dated: November 22, 2019

New York, New York


LORNA G. SCHOFIELD
UNITED STATES DISTRICT JUDGE